

FILED

APR 08 2013

**SECRETARY, BOARD OF
OIL, GAS & MINING**

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR
AGENCY ACTION OF BILL BARRETT
CORPORATION FOR AN ORDER
AUTHORIZING THE FLARING OF GAS IN
EXCESS OF THE AMOUNTS ALLOWED UNDER
UTAH ADMIN. CODE RULE R649-3-20(1.1)
FROM THE FD 15-7-2-2 WELL LOCATED IN
THE SW¼SE¼ OF SECTION 7, TOWNSHIP 2
SOUTH, RANGE 2 EAST, USM, UINTAH
COUNTY, UTAH

**FINDINGS OF FACT,
CONCLUSIONS OF LAW AND
ORDER**

Docket No. 2013-009

Cause No. 131-133

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, March 27, 2013, at approximately 9:30 a.m., in the Auditorium of the Utah Department of Natural Resources Building in Salt Lake City. The following Board members were present and participated at the hearing: Chairman James T. Jensen, Ruland J. Gill, Jr., Kelly L. Payne, Carl F. Kendell, Chris D. Hansen, Susan Davis and Michael Brown. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Bill Barrett Corporation ("BBC") were Thomas Abell – Landman, and Anna Young – Reservoir Engineering Advisor. Mr. Abell testified as a fact witness and Ms. Young was recognized by the Board as an expert in petroleum engineering for purposes of this Cause. Relma M. Miller, Esq., of and for MacDonald & Miller Mineral Legal Services, PLLC, appeared as attorney for BBC.

The Division of Oil, Gas and Mining (the “Division”) filed no staff memorandum in this Cause. Cameron Johnson, Esq., Assistant Attorney General, appeared as attorney for the Division, and Dustin Doucet, Petroleum Engineer, appeared on behalf of the Division.

No other party filed a response to the Request and no other party appeared or participated at the hearing.

The Board, having considered the testimony presented and the exhibits received into evidence at the hearing, being fully advised, and for good cause, hereby makes the following findings of fact, conclusions of law and order in this Cause.

FINDINGS OF FACT

1. BBC is a Delaware corporation in good standing with its principal place of business in Denver, Colorado. BBC is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal and State of Utah agencies.

2. The FD 15-7-2-2 Well (the “Well”) is located on fee surface and fee minerals in the SW¼SE¼ of captioned Section 7. The Well produces from the Green River and Wasatch formations. The lands are currently subject to two orders of the Board, specifically, the Board’s order in Cause No. 131-27 established a drilling and spacing unit comprised of all of Section 7, and Lot 1 and the SW¼NW¼ of Section 8,

T2S-R2E, allowing one well to be drilled on said unit, thereby establishing the correlative rights of the respective owners. The Order in Cause No. 139-42 allowed an additional well to be drilled in said unit, to a density of no greater than two producing wells.

3. Pursuant to the terms of an approved application for permit to drill, BBC spud the Well on October 31, 2012, at a surface location 660 feet FSL and 1,980 feet FEL in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 7. The Well was completed as an oil producer on December 23, 2012.

4. Production tests for the Well were run in accordance with the Division's approval. The Well was flowing at 62 BOPD and 125 MCFPD, with a GOR ratio of 2,016 scf/bbl on the test date of February 9, 2013. As of March 19, 2013, the Well was flowing at 53 BOPD and 87 MCFPD, with a GOR ratio of 1,640 scf/bbl.

5. Chemical analysis reflects that the Well is producing gas comprised of primarily methane, ethane and propane, with no hydrogen sulfide (H₂S) and very little carbon dioxide (CO₂).

6. BBC has represented that it will construct an approximately 8-mile pipeline to transport the gas produced from the Well, and other wells to be drilled in the vicinity. BBC estimates that the pipeline will be completed and in service by September 15, 2013. In order to continue testing and producing the Well, and to avoid potential reservoir damage to the Well that BBC believes may occur if the Well is shut-in, BBC must flare

in excess of the amounts allowed under Utah Admin. Code Rule R649-3-20(1.1), up to a maximum of 6,000 MCF per month.

7. Based on exhibits admitted into evidence and testimony received, construction of the pipeline is the only economic and practical option to deal with the produced gas, and BBC's commitment to build said pipeline reflects its good faith and due diligence.

8. Based on past and current production rates, and the other testimony and exhibits provided, the Board has determined that flaring at the rate as requested (up to 6,000 MCF per month), through to 11:59 p.m. on September 14, 2013, is justified under the circumstances.

9. A copy of the Request was mailed, via US Mail, and properly addressed to all mineral and production interest owners in the spacing unit for the Well to their last known addresses as disclosed by the appropriate Uintah County realty records.

10. Notice of the filing of the Request and of the hearing thereon was duly published in the Salt Lake Tribune and the Deseret Morning News on March 3, 2013, the Uintah Basin Standard on March 5, 2013, and the Vernal Express on March 6, 2013.

11. The Board voted to grant the Request, that no more than 6,000 MCFPM (based on an average of 200 MCFPD) of gas be flared from the Well, and with a set authorization termination date of September 15, 2013.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and purpose of the hearing was properly given to all parties whose legally protected interests are affected by the Request in the form and manner as required by law and the rules and regulations of the Board and Division.

2. The Board has jurisdiction over all matters covered by the Request and all interested parties therein, and has the power and authority to render the order herein set forth pursuant to Utah Code Ann. §§40-6-5(3)(f) and Utah Admin. Code Rule R649-3-20(5).

3. BBC has satisfied the requirements set forth in Utah Admin. Code Rule R649-3-20(5) for granting its Request, with a termination date of September 15, 2013.

4. The terms and conditions of flaring beyond the limits authorized under Utah Admin. Code Rule R649-3-20(1.1) for the Well are fair, just and reasonable under the circumstances and will not result in waste.

5. BBC has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of the Request as ordered below.

ORDER

Based upon the Request, testimony and evidence submitted, and the findings of fact and conclusions of law stated above, the Board hereby orders:

1. The Request in this cause, as conformed to the testimony and other evidence provided at the hearing, is granted.

2. BBC is hereby authorized to flare from the Well until September 15, 2013; provided, that the aggregate volume of gas so flared from the Well may not exceed 6,000 MCFPM (based on an average 200 MCFPD) for the authorized period.

3. Pursuant to Utah Admin. Code Rules R641 and Utah Code Ann. §63G-4-204 to 208, the Board has considered and decided this matter as a formal adjudication.

4. This Order is based exclusively on evidence of record in the adjudicative proceeding or on facts officially noted, and constitutes the signed written order stating the Board's decision and the reasons for the decision, all as required by the Administrative Procedures Act, Utah Code Ann. §63G-4-208 and Utah Administrative Code Rule R641-109.

5. Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. §63G-4-208(e) - (g), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order issued. Utah Code Ann. §§63G-4-401(3)(a) and 403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies

parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. §63G-4-302, entitled, “Agency Review - Reconsideration,” states:

(1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.

(b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.

(2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.

(3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.

(b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

Id. The Board also hereby notifies the parties that Utah Admin. Code Rule R641-110-100, which is part of a group of Board rules entitled, “Rehearing and Modification of Existing Orders,” states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of the month.

Id. See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. §63G-4-302 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

6. The Board retains continuing jurisdiction over all the parties and over the subject matter of this Cause, except to the extent said jurisdiction may be divested by the filing of a timely appeal to seek judicial review of this order by the Utah Supreme Court.

7. For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this 8th day of April, 2013.

**STATE OF UTAH
BOARD OF OIL, GAS AND MINING**

By: James T. Jensen
James T. Jensen, Chairman

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** for Docket No. 2013-009, Cause No. 131-133 to be mailed via E-Mail, and First Class Mail, with postage prepaid, this 8th day of April, 2013, to the following:

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